

# **EXHIBIT B**

CD-180-S.

044-70.

*J*  
Examined

## The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2103558

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

66001932

### ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Rev. John E. Brooks  
W. Barbara Green

, President/Vice President, and  
, Clerk/Secretary of

Trustees of the College of the Holy Cross

(Name of Corporation)

Name Approved

located at Loyola Hall, College of the Holy Cross, Worcester, MA 01610  
do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at  
a meeting held on December 5 , 19 87 , by vote of ..... 23 ..... members  
XXXXXXshareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation  
(or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the  
right to vote thereon):

VOTED: To amend the Articles of Organization by adding the following provision thereto:

No officer or director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director (i) for any breach of such person's duty of loyalty to the Corporation or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such person derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to the amendment to the Articles of Organization effecting such amendment or repeal.

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P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

8th day of August , in the year 19 88.

  
John E. Brooks ..... President/Vice President  
  
Dr. Barbara Green ..... Clerk/Assistant Clerk

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SECRETARY OF THE  
COMMONWEALTH

1988 AUG 19 AM 8:40

CORPORATION CIVIL '88

THE COMMONWEALTH OF MASSACHUSETTS

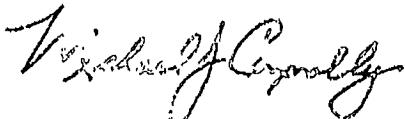
ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$ 10, 00  
having been paid, said articles are deemed to have been  
filed with me this

day of

19<sup>th</sup>  
August 1988.



MICHAEL J. CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: John R. Blake, P.C.  
.....  
Bowditch & Dewey

311 Main Street

.....  
Worcester, MA 01608

Telephone .....  
(617) 791-3511

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